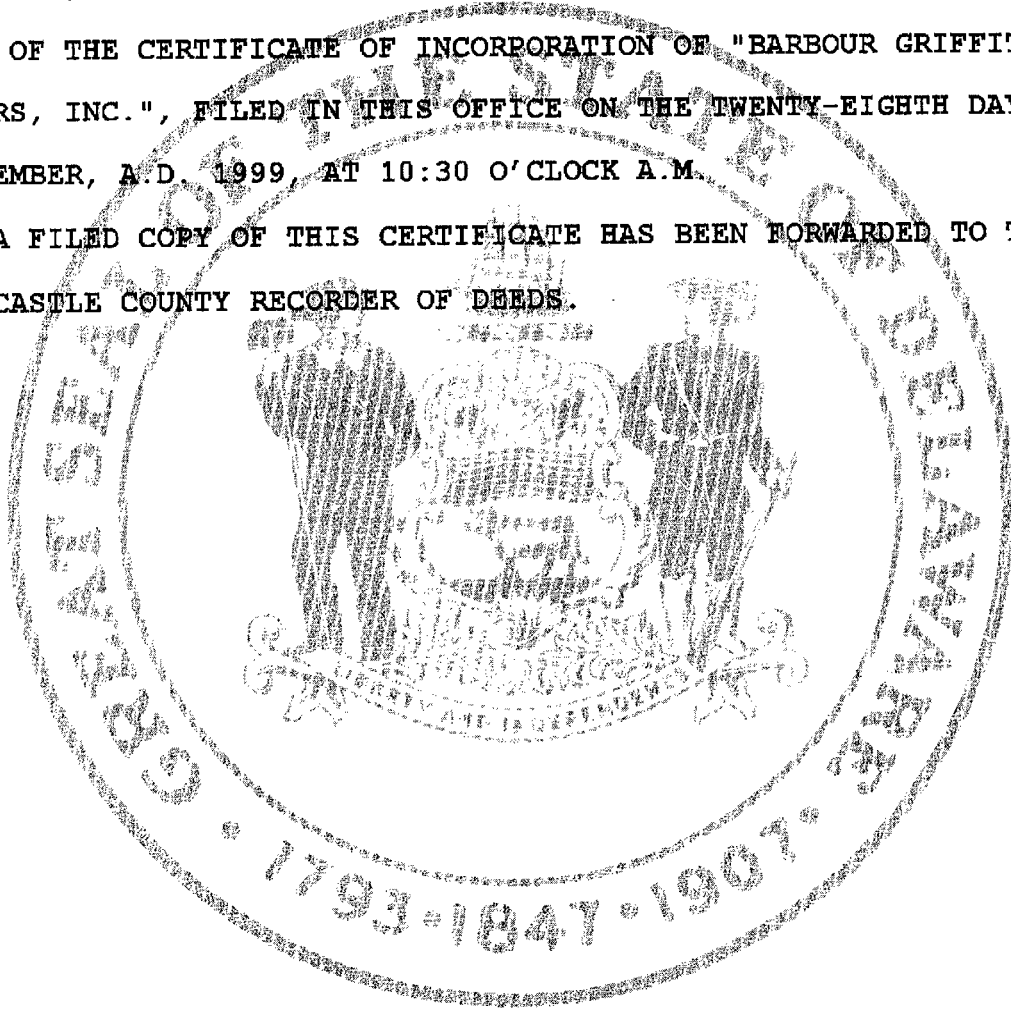


EXHIBIT C

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "BARBOUR GRIFFITH & ROGERS, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 1999, AT 10:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

3103405 8100

991406354

AUTHENTICATION: 9995805

DATE: 09-28-99

CERTIFICATE OF INCORPORATION
OF
BARBOUR GRIFFITH & ROGERS, INC.

FIRST: The name of the Corporation shall be "Barbour Griffith & Rogers, Inc."

SECOND: Its registered office in the State of Delaware is to be located at 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. Its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful acts or activities for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000), designated as common stock, and the par value of each such share of common stock is one cent (\$0.01), amounting in the aggregate of ten dollars (\$10.00).

FIFTH: The Corporation intends to satisfy the requirements of Subchapter S of the Internal Revenue Code and to qualify its stock under Section 1244 of the Internal Revenue Code.

SIXTH: The name of the sole incorporator is David C. Rieveschl and his mailing address is c/o Williams & Connolly, 725 Twelfth Street, N.W., Washington, D.C. 20005.

SEVENTH: The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

EIGHTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article EIGHTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate this 28th day of September, 1999.



David C. Rieveschl